



ENTERED  
01/23/2019

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re	§	
IHEARTMEDIA, INC., <i>et al.</i> ,	§	Chapter 11
	§	
Debtors.	§	Case No. 18-31274 (MI)
	§	
	§	(Jointly Administered)
	§	

**ORDER GRANTING FINAL APPROVAL  
OF PROPOSED SETTLEMENT AGREEMENT**

On January 17, 2018, GAMCO Asset Management, Inc. and Norfolk Retirement System moved for final approval of the proposed class settlement agreement among GAMCO; Norfolk; Clear Channel Outdoor Holdings, Inc.; Bain Capital Partners, LLC and Bain Capital LP; Thomas H. Lee Partners, L.P.; individual defendants to lawsuits in the Delaware courts; and iHeartMedia, Inc. and its debtor affiliates. (Docket Entry Nos. 2480, 2481-1, 2484). On January 22, 2018, the court heard argument on class certification and the fairness, reasonableness, and adequacy of the proposed settlement agreement.

As stated in detail on the record, the court:

- certifies the putative class of minority shareholders of Clear Channel's Class A common shares from March 14, 2015, to March 14, 2018, under Federal Rules of Civil Procedure 23(a) and 23(b)(1);<sup>1</sup>
- finds that the notice provided to class members satisfies Rules 23(c)(2), 23(e), and 23.1(c) and due-process requirements;

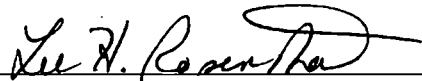
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<sup>1</sup> The court also finds that the class satisfies Rule 23(b)(3).

- appoints GAMCO as class representative and Entwistle & Cappucci LLP as class counsel under Rules 23(c)(1)(B) and 23(g); and
- finds that the proposed settlement agreement satisfies Rule 23(e)(2) and *Reed v. Gen. Motors Corp.*, 703 F.2d 170, 172 (5th Cir. 1983).

The proposed settlement agreement, (Docket Entry No. 2481-1), is approved under Rules 23(e)(2) and 23.1(c).

SIGNED on January 23, 2019, at Houston, Texas.

A handwritten signature in black ink, appearing to read "Lee H. Rosenthal", is written over a horizontal line.

Lee H. Rosenthal  
Chief United States District Judge